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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**AMENDED AND RESTATED JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ESTIMATING PROOF OF CLAIM NUMBERS 1373, 1374,
1375, 1376, 1377, 1378, 1379, 1380, 1381, 1382, 1383, 1384, 1385, 1386 AND 1387
(AMERICAN INTERNATIONAL GROUP, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), American International Group, Inc. and its related entities (collectively, "Claimants") respectfully submit this Amended and Restated Joint Stipulation And Agreed Order Compromising And Estimating Proof Of Claim Numbers 1373, 1374, 1375, 1376, 1377, 1378, 1379, 1380, 1381, 1382, 1383, 1384, 1385, 1386 and 1387 (the "Amended Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), Delphi Corporation, together with certain of its U.S. affiliates including DAS LLC (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, the Claimants have provided insurance coverage to various Debtors pursuant to certain insurance policies (the "Policies").

WHEREAS on or about December 29, 2005, the Claimants filed proofs of claim numbers 1373 through and including 1387 arising from the Policies (collectively, the "Claims") against certain of the Debtors.

WHEREAS, on or about June 15, 2007, the Debtors filed the Sixteenth Omnibus Claims Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate or Amended Claims And (B) Protective Claims (the "Claim Objection") (Docket No. 8271), which included all of the Claims except for claim 1373.

WHEREAS, on or about July 3, 2007, the Claimant filed its response to the Claim Objection (the "Response") (Docket No. 8595).

WHEREAS, on or about September 7, 2007 the Debtors filed their Motion for Order Pursuant to 11 U.S.C. Sections 105(a) And 502(c): (A) Estimating And Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (B) Approving Expedited Claims Estimation Procedures (the "Estimation Motion") (Docket No. 9297) seeking to estimate the Claims at \$0.

WHEREAS, hearings on the Claim Objection and Estimation Motion were continued with respect to the Claims pending the Parties reaching the resolution contained in this Settlement Agreement.

WHEREAS, on September 6, 2007, the Debtors filed a proposed plan of reorganization (the "Plan") and disclosure statement and the Plan provides that all executory contracts not explicitly rejected shall be assumed pursuant to section 365(a) of the Bankruptcy Code.

WHEREAS, by an order entered on January 25, 2008, the Court confirmed the Debtors' Plan.

WHEREAS, on or about September 24, 2007, the Claimant filed its response to the Estimation Motion.

WHEREAS, to resolve the Claim Objection and the Estimation Motion and to reduce the claims against the Settling Debtors, the Parties entered into a Settlement Agreement (the "Settlement Agreement").

WHEREAS, the Debtors are authorized to enter into the Settlement

Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

WHEREAS, on January 14, 2008, the Court entered the Joint Stipulation And Agreed Order Compromising And Estimating Proof Of Claim Numbers 1374, 1375, 1376, 1377, 1378, 1379, 1380, 1381, 1382, 1383, 1384, 1385, 1386 and 1387 (the "Initial Stipulation").

WHEREAS, the Initial Stipulation inadvertently omitted proof of claim 1373 (the "Omitted Claim").

WHEREAS, the Debtors and Claimant agree that the Initial Stipulation should be amended and restated in its entirety by this Amended Stipulation.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and the Claimants stipulate and agree as follows:

1. The Initial Stipulation is amended and restated in its entirety as provided herein.
2. The Estimation Motion shall be granted with respect to all of the Claims, including without limitation the Omitted Claim.
3. The Claims shall be estimated at \$0 without prejudice to the Claimants' rights to reassert such Claims if the Debtors reject the Policies pursuant to section 365(a) of the Bankruptcy Code.

4. The Response is hereby withdrawn.

[signatures concluded on following page]

Dated: New York, New York
March 27, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

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Dated: New York, New York
March 19, 2008

The Member Companies of
AMERICAN INTERNATIONAL GROUP,
INC.,
By their Counsel,

/s/ Michael S. Davis

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SO ORDERED

This 8th day of April, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN